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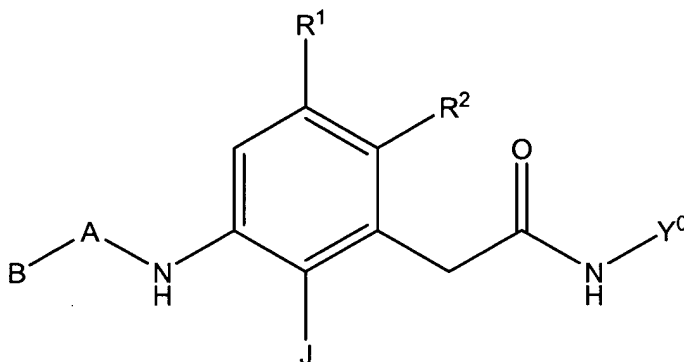
## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in this application.

### Listing of Claims:

Claims 1-38 (Cancel)

Claim 39 (Currently amended): ~~Compound of Claim 22 of~~ A compound having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

J is selected from the group consisting of halo, haloalkyl, hydroxy, hydroxyalkyl, amino, aminoalkyl, cyano, O-R<sup>6</sup>, NH-R<sup>6</sup>, and S-R<sup>6</sup>, wherein R<sup>6</sup> is alkyl or haloalkyl;

B is a C3-C7 cycloalkyl or a C4-C6 saturated heterocyclyl, wherein (a) each ring carbon is optionally substituted with R<sup>33</sup>, (b) a ring carbon, other than the ring carbon at the point of attachment, is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>9</sup>, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>13</sup>, (e) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha

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position relative to the ring atom optionally substituted by R<sup>9</sup>, is optionally substituted by R<sup>10</sup>, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>13</sup>, is optionally substituted by R<sup>12</sup>, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>10</sup>, is optionally substituted by R<sup>11</sup>, and (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>12</sup>, is optionally substituted by R<sup>33</sup>; each ring carbon is optionally substituted with R<sup>33</sup>, a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with R<sup>9</sup> or R<sup>13</sup>, a ring carbon or nitrogen adjacent to the R<sup>9</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>10</sup>, a ring carbon or nitrogen adjacent to the R<sup>13</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>12</sup>, a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the R<sup>10</sup> position is optionally substituted with R<sup>11</sup>, a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the R<sup>12</sup> position is optionally substituted with R<sup>33</sup>, and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the R<sup>11</sup> and R<sup>33</sup> positions is optionally substituted with R<sup>34</sup>;

R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R<sup>10</sup> and R<sup>12</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, hydroxy,

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amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroaryl amino, heteroaralkylamino, heterocyclamino, heterocyclalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

$R^{33}$  and  $R^{34}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

$R^{35}$  is optionally  $Q^b$ ;

A is a bond or  $(CH(R^{15}))_{pa}-(W^7)_r$  wherein  $r$  is 0 or 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $(R^7)NC(O)$  or  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a bond,  $CH_2$ ,  $CH_2CH_2$ ,  $W^0-(CH(R^{42}))_p$  wherein  $p$  is 0 or 1 and  $W^0$  is selected from the group consisting of O, S, and  $N(R^{41})$ ;

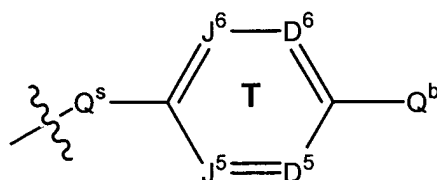
$R^{41}$  and  $R^{42}$  are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^9$ , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^{13}$ , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^9$ , is optionally substituted by  $R^{10}$ , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha**

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position relative to the ring atom optionally substituted by  $R^{13}$ , is optionally substituted by  $R^{12}$ , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by  $R^{10}$  and  $R^{12}$ , respectively, is optionally substituted by  $R^{11}$ ; a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to  $Z^0$  is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;

$Y^0$  is the formula



wherein  $J^5$ ,  $J^6$ ,  $D^5$ ,  $D^6$  and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of  $J^5$  and  $J^6$  is absent when T is a 5-membered heteroaryl ring,  $J^5$  is optionally substituted by  $R^{17}$  when  $J^5$  is a carbon atom,  $J^6$  is optionally substituted by  $R^{18}$  when  $J^6$  is a carbon atom,  $D^5$  is optionally substituted by  $R^{16}$  when  $D^5$  is a carbon atom and  $D^6$  is optionally substituted by  $R^{19}$  when  $D^6$  is a carbon atom; phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by  $Q^s$ , a carbon two or three atoms from the point of attachment of  $Q^s$  to said phenyl or said heteroaryl is substituted by  $Q^b$ , a carbon adjacent to the point of attachment of  $Q^s$  is optionally substituted by  $R^{17}$ , another carbon adjacent to the point of attachment of  $Q^s$  is optionally substituted by  $R^{18}$ , a carbon adjacent to  $Q^b$  is optionally substituted by  $R^{16}$ , and another carbon adjacent to  $Q^b$  is optionally substituted by  $R^{19}$ ;

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$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~$R^{16}$  or  $R^{19}$  is optionally  $NR^{20}R^{21}$  or and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that  $R^{16}$ ,  $R^{19}$ , and  $Q^b$  are not simultaneously hydrido;~~

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ , hydrido, and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and with the further proviso that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

$Q^s$  is selected from the group consisting of a bond,  $CH_2$ , and  $CH_2CH_2$ .

Claim 40 (Currently amended): ~~Compound of Claim~~ The compound of claim 39 or a pharmaceutically acceptable salt thereof, wherein;

J is selected from the group consisting of fluoro, chloro, trifluoromethyl, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 1,2-dihydroxyethyl, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, methoxy, trifluoromethoxy, N-methylamino, methylthio, and trifluoromethylthio;

B is selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, cycloheptyl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein (a) each ring carbon is optionally substituted with  $R^{33}$ , (b) a ring carbon or nitrogen in a first alpha

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position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>9</sup>, (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>13</sup>, (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>9</sup>, is optionally substituted by R<sup>10</sup>, and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>13</sup>, is optionally substituted by R<sup>12</sup>;  
~~each ring carbon is optionally substituted with R<sup>9</sup>, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with R<sup>9</sup> or R<sup>13</sup>, a ring carbon or nitrogen adjacent to the R<sup>9</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>10</sup>, and a ring carbon or nitrogen adjacent to the R<sup>13</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>12</sup>;~~

R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R<sup>10</sup> and R<sup>12</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl,

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N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidodisulfonyl, N-(2-chlorobenzyl)amidodisulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethylcyclohexylmethoxy, cyclopentoxymethyl, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenylamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yl, 2-cyanopyrid-3-yl, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy,

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4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

$R^{33}$  is selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

A is selected from the group consisting of a bond, NH,  $N(CH_3)$ ,  $N(OH)$ ,  $CH_2$ ,  $CH_3CH$ ,  $CF_3CH$ ,  $NHC(O)$ ,  $N(CH_3)C(O)$ ,  $C(O)NH$ ,  $C(O)N(CH_3)$ ,  $CH_2CH_2$ ,  $CH_2CH_2CH_2$ ,  $CH_3CHCH_2$ , and  $CF_3CHCH_2$ ;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

$R^2$  is  $Z^0-Q$ ;



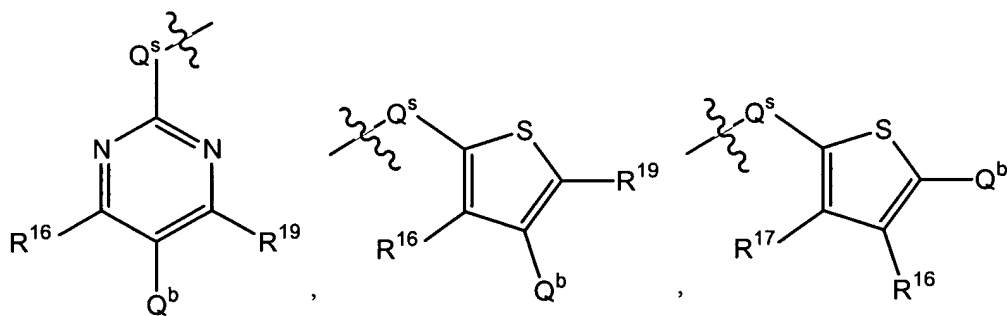
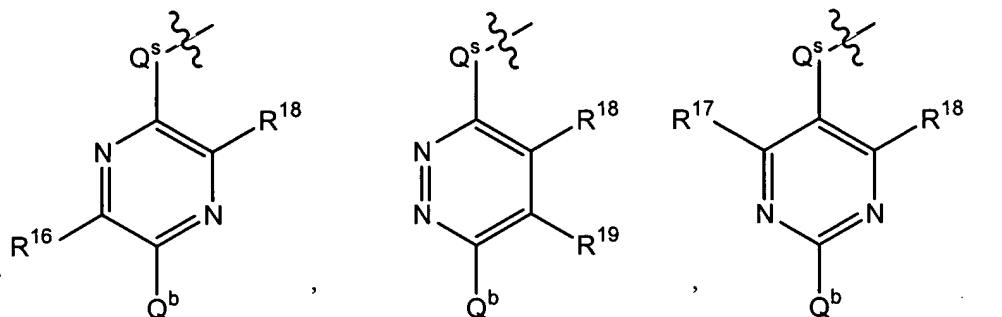
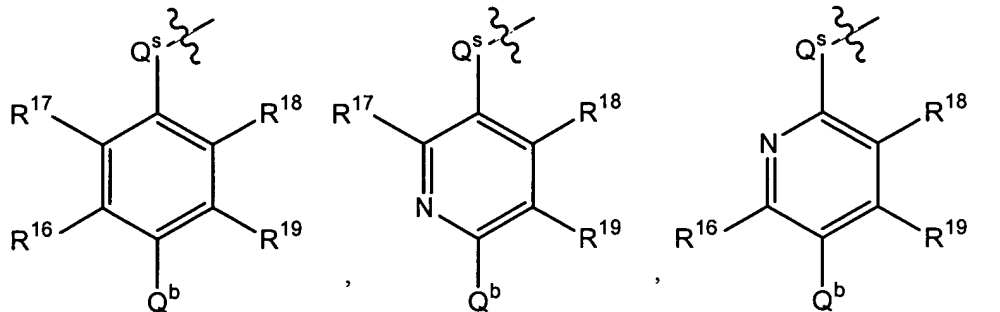
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$Z^0$  is selected from the group consisting of a bond,  $CH_2$ ,  $CH_2CH_2$ , O, S, NH,  $N(CH_3)$ ,  $OCH_2$ ,  $SCH_2$ ,  $N(H)CH_2$ , and  $N(CH_3)CH_2$ ;

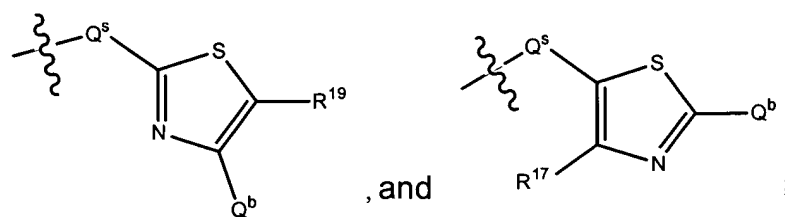
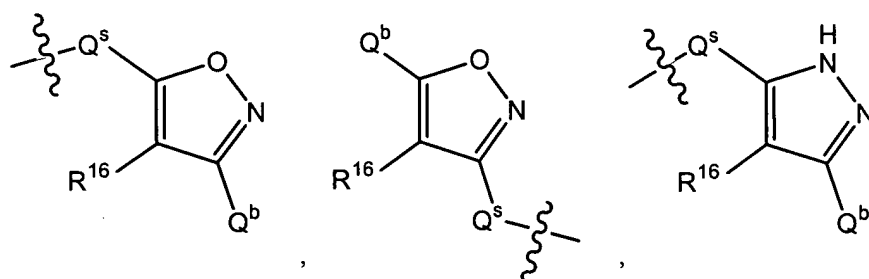
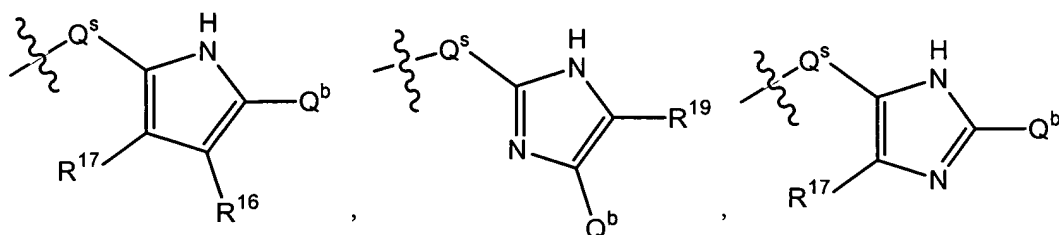
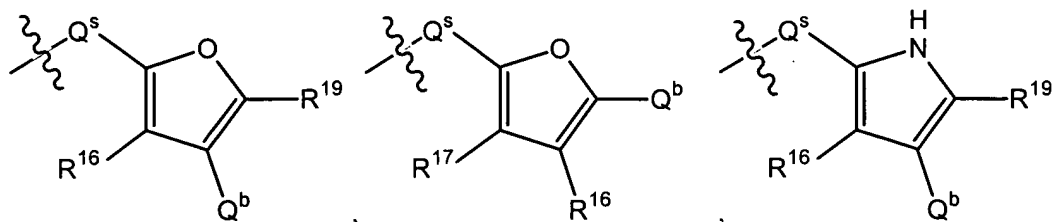
Q is selected from the group consisting of phenyl[[.]] **and** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^9$ , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^{13}$ , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^9$ , is optionally substituted by  $R^{10}$ , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^{13}$ , is optionally substituted by  $R^{12}$ , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by  $R^{10}$  and  $R^{12}$ , respectively, is optionally substituted by  $R^{11}$ ; a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to  $Z^0$  is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;**

$Y^0$  is selected from the group consisting of:

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~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-3-R<sup>19</sup> pyridine,~~

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~~3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup>pyrazine, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>16</sup>-4-R<sup>19</sup>pyridazine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>-6-R<sup>18</sup>pyrimidine, 5-Q<sup>b</sup>-2-Q<sup>s</sup>-4-R<sup>16</sup>-6-R<sup>19</sup>pyrimidine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>furan, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>pyrrole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>imidazole, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup>imidazole, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>16</sup>isoxazole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>thiazole;~~

R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

~~R<sup>16</sup> or R<sup>19</sup> is optionally C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup> with the proviso that R<sup>16</sup>, R<sup>19</sup>, and Q<sup>b</sup> are not simultaneously hydrido;~~

Q<sup>b</sup> is C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup> or hydrido, with the proviso that no more than one of R<sup>23</sup> and R<sup>24</sup> is hydroxy ~~at the same time~~;

R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy; and

Q<sup>s</sup> is selected from the group consisting of a bond, CH<sub>2</sub> and CH<sub>2</sub>CH<sub>2</sub>.

Claim 41 (Currently amended): ~~Compound of Claim~~ The compound of claim 40 or a pharmaceutically acceptable salt thereof, wherein;

J is selected from the group consisting of fluoro, chloro, trifluoromethyl, hydroxy, hydroxymethyl, amino, aminomethyl, methoxy, trifluoromethoxy, and N-methylamino;

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B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, 1-pyrrolidinyl, 1-piperidinyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl;

A is selected from the group consisting of a bond,  $\text{CH}_2$ ,  $\text{NHC(O)}$ ,  $\text{CH}_2\text{CH}_2$ , and  $\text{CH}_2\text{CH}_2\text{CH}_2$ ;

$\text{R}^1$  and  $\text{X}^0$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

$\text{R}^2$  is  $\text{Z}^0\text{-Q}$ ;

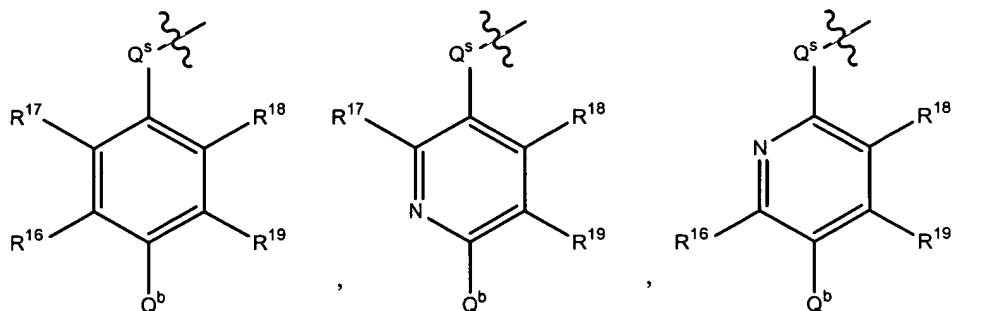
$\text{Z}^0$  is selected from the group consisting of a bond,  $\text{CH}_2$ , O, S, NH,  $\text{N(CH}_3\text{)}$ ,  $\text{OCH}_2$ , and  $\text{SCH}_2$ ;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl, 3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl, 3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl,

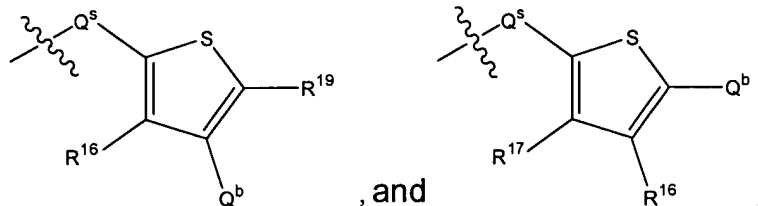
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3-amino-5-(N-isopropylamidocarbonyl)phenyl,  
3-amino-5-(N-propylamidocarbonyl)phenyl,  
3-amino-5-(N-isobutylamidocarbonyl)phenyl,  
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,  
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,  
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,  
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,  
3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,  
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,  
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,  
2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,  
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,  
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,  
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,  
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl,  
2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,  
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:



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~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene,~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-3-R<sup>19</sup>pyridine,~~  
~~3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene;~~

R<sup>16</sup> and R<sup>19</sup> are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

~~R<sup>16</sup> or R<sup>19</sup> is optionally C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup> with the proviso that R<sup>16</sup>, R<sup>19</sup>, and Q<sup>b</sup> are not simultaneously hydrido;~~

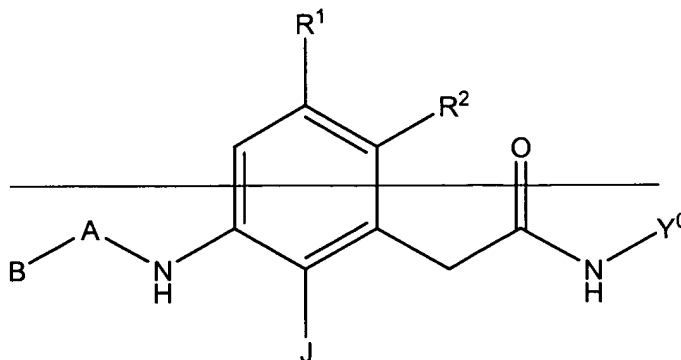
R<sup>17</sup> and R<sup>18</sup> are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q<sup>b</sup> is C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup> or hydrido;

R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently hydrido or methyl; and

Q<sup>s</sup> is CH<sub>2</sub>.

Claim 42 (Currently amended): ~~Compound of Claim~~ The compound of claim 39, of the Formula:



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or a pharmaceutically acceptable salt thereof, wherein;

J is selected from the group consisting of halo, haloalkyl, hydroxy, hydroxyalkyl, amino, and aminoalkyl;

~~B is a C3-C7 cycloalkyl or a C4-C6 saturated heterocyclyl, wherein each ring carbon is optionally substituted with R<sup>33</sup>, a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with R<sup>9</sup> or R<sup>13</sup>, a ring carbon or nitrogen adjacent to the R<sup>9</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>10</sup>, a ring carbon or nitrogen adjacent to the R<sup>13</sup> position and two atoms from the point of attachment is optionally substituted with R<sup>12</sup>, a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the R<sup>10</sup> position is optionally substituted with R<sup>11</sup>, a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the R<sup>12</sup> position is optionally substituted with R<sup>33</sup>, and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the R<sup>11</sup> and R<sup>33</sup> positions is optionally substituted with R<sup>34</sup>;~~

R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R<sup>10</sup> and R<sup>12</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxamido, carboxyalkyl, and cyano;

R<sup>33</sup> and R<sup>34</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

~~R<sup>33</sup> is optionally Q<sup>b</sup>;~~



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A is a bond or  $(\text{CH}(\text{R}^{15}))_{\text{pa}}-(\text{W}^7)_{\text{rr}}$  wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and  $\text{W}^7$  is  $\text{N}(\text{R}^7)$ ;

$\text{R}^7$  is hydrido or alkyl;

$\text{R}^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$\text{R}^1$  and  $\text{X}^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$\text{R}^2$  is  $\text{Z}^0\text{-Q}$ ;

$\text{Z}^0$  is a bond;

~~Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to  $\text{Z}^0$  is optionally substituted by  $\text{R}^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $\text{R}^{13}$ , a carbon adjacent to  $\text{R}^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $\text{R}^{10}$ , a carbon adjacent to  $\text{R}^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $\text{R}^{12}$ , and any carbon adjacent to both  $\text{R}^{10}$  and  $\text{R}^{12}$  is optionally substituted by  $\text{R}^{11}$ ;~~

~~$\text{Y}^0$  is phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by  $\text{Q}^5$ , a carbon two or three atoms from the point of attachment of  $\text{Q}^5$  to said phenyl or said heteroaryl is substituted by  $\text{Q}^b$ , a carbon adjacent to the point of attachment of  $\text{Q}^5$  is optionally substituted by  $\text{R}^{17}$ , another carbon adjacent to the point of attachment of  $\text{Q}^5$  is optionally substituted by  $\text{R}^{16}$ , a carbon adjacent to  $\text{Q}^b$  is optionally substituted by  $\text{R}^{10}$ , and another carbon adjacent to  $\text{Q}^b$  is optionally substituted by  $\text{R}^{19}$ ;~~

$\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$ , and  $\text{R}^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~$\text{R}^{16}$  or  $\text{R}^{19}$  is optionally  $\text{NR}^{20}\text{R}^{21}$  or  $\text{C}(\text{NR}^{25})\text{NR}^{23}\text{R}^{24}$ , with the proviso that  $\text{R}^{16}$ ,  $\text{R}^{19}$ , and  $\text{Q}^b$  are not simultaneously hydrido;~~

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$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ , hydrido, and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently hydrido or alkyl; **and**

$Q^s$  is  $CH_2$ .

Claim 43 (Currently amended): ~~Compound of Claim~~ **The compound of claim 42** or a pharmaceutically acceptable salt thereof, wherein;

J is selected from the group consisting of fluoro, chloro, trifluoromethyl, hydroxy, hydroxymethyl, amino, and aminomethyl;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein **(a) each ring carbon is optionally substituted with  $R^{33}$ , (b) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^9$ , (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^{13}$ , (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^9$ , is optionally substituted by  $R^{10}$ , and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^{13}$ , is optionally substituted by  $R^{12}$ ; each ring carbon is optionally substituted with  $R^{33}$ , ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen adjacent to the  $R^9$**

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~~position and two atoms from the point of attachment are optionally substituted with  $R^{10}$ , and a ring carbon or nitrogen atom adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ ;~~

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, methoxyamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methanesulfonamido, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

$R^{33}$  is selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, carboxy, amino, N-methylamino, dimethylamino, methoxyamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, cyano, and  $Q^b$ ;

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A is selected from the group consisting of a bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH, CH<sub>2</sub>CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>;

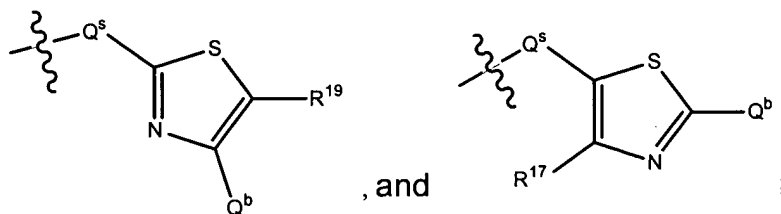
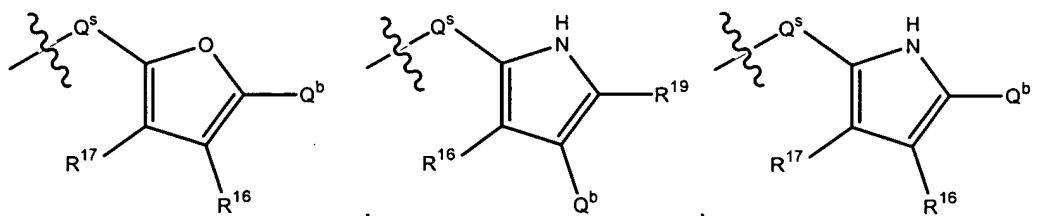
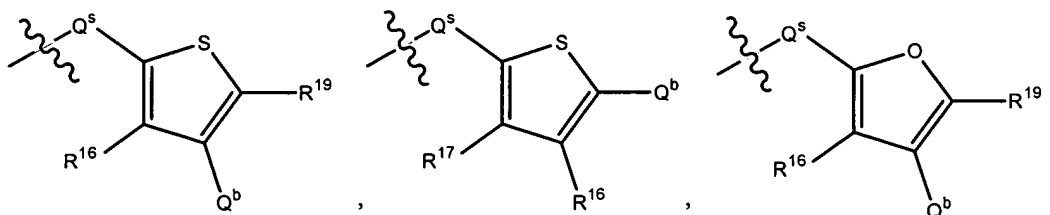
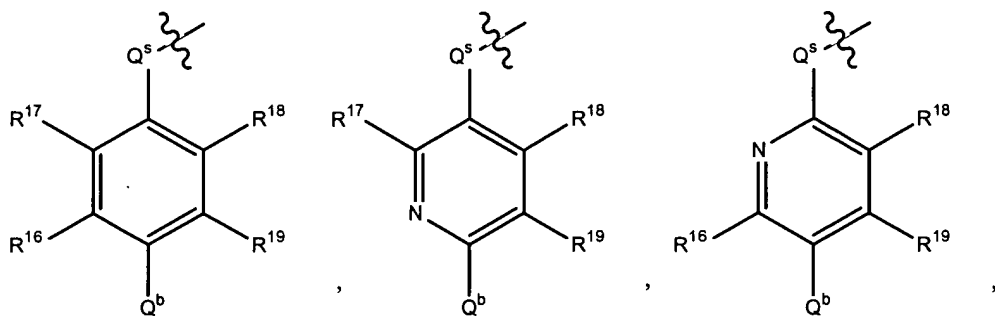
X<sup>0</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, chloro, and fluoro;

R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

R<sup>2</sup> is selected from the group consisting of phenyl[[,]] **and** 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>9</sup>, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>13</sup>, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>9</sup>, is optionally substituted by R<sup>10</sup>, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>13</sup>, is optionally substituted by R<sup>12</sup>, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R<sup>10</sup> and R<sup>12</sup>, respectively, is optionally substituted by R<sup>11</sup>**; ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to the benzene ring is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>~~;

Y<sup>0</sup> is selected from the group consisting of:

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~~1- $Q^b$ -4- $Q^s$ -2- $R^{16}$ -3- $R^{17}$ -5- $R^{18}$ -6- $R^{19}$  benzene,~~

~~2- $Q^b$ -5- $Q^s$ -6- $R^{17}$ -4- $R^{18}$ -3- $R^{19}$  pyridine, 2- $Q^b$ -5- $Q^s$ -3- $R^{16}$ -4- $R^{17}$  thiophene,~~

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~~3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene,  
3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>furan,  
3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>pyrrole,  
4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>thiazole;~~

R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, hydroxymethyl, carboxy, and cyano;

Q<sup>b</sup> is NR<sup>20</sup>R<sup>21</sup> or C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>;

R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently selected from the group consisting of hydrido, methyl, and ethyl; **and**

Q<sup>s</sup> is CH<sub>2</sub>.

Claim 44 (Currently amended): ~~Compound of Claim~~ **The compound of claim** 43 or a pharmaceutically acceptable salt thereof, wherein;

J is selected from the group consisting of fluoro, trifluoromethyl, hydroxy, hydroxymethyl, amino, and aminomethyl;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 1-pyrrolidiny and 1-piperidiny;

A is selected from the group consisting of a bond, CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub> and CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>;

X<sup>o</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

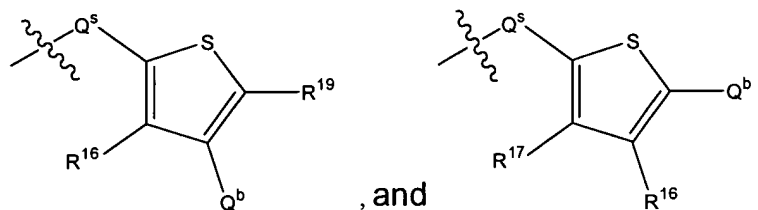
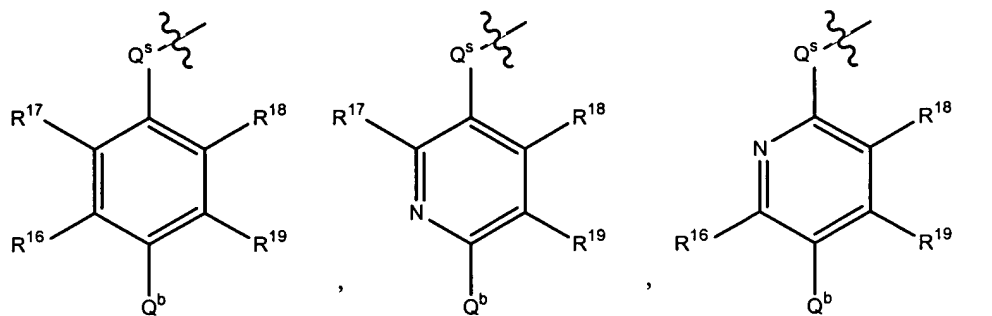
R<sup>2</sup> is selected from the group consisting of  
3-amidocarbonyl-5-aminophenyl, 3-amidocarbonyl-5-aminophenyl,  
3-amino-5-(N-benzylamidocarbonyl)phenyl,

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3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,  
3-amino-5-(N-benzylamidodisulfonyl)phenyl,  
3-amino-5-(N-(2-chlorobenzyl)amidodisulfonyl)phenyl,  
3-amino-5-(N-ethylamidocarbonyl)phenyl,  
3-amino-5-(N-isopropylamidocarbonyl)phenyl,  
3-amino-5-(N-propylamidocarbonyl)phenyl,  
3-amino-5-(N-isobutylamidocarbonyl)phenyl,  
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,  
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,  
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,  
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,  
3-aminophenyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl,  
3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl,  
3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,  
2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl,  
3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl,  
3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl,  
2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,  
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

Y<sup>0</sup> is selected from the group consisting of:

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~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene,~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-3-R<sup>19</sup> pyridine,~~  
~~3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene;~~

R<sup>16</sup> and R<sup>19</sup> are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R<sup>17</sup> and R<sup>18</sup> are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q<sup>b</sup> is C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>;

R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently hydrido or methyl; **and**

Q<sup>s</sup> is CH<sub>2</sub>.

Claim 45 (Currently amended): ~~Compound of Claim~~ **The compound of claim 44** or a pharmaceutically acceptable salt thereof, wherein;



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J is selected from the group consisting of fluoro, hydroxy, hydroxymethyl, and amino;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and 1-piperidinyl;

A is selected from the group consisting of a bond, CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub> and CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>;

X<sup>o</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

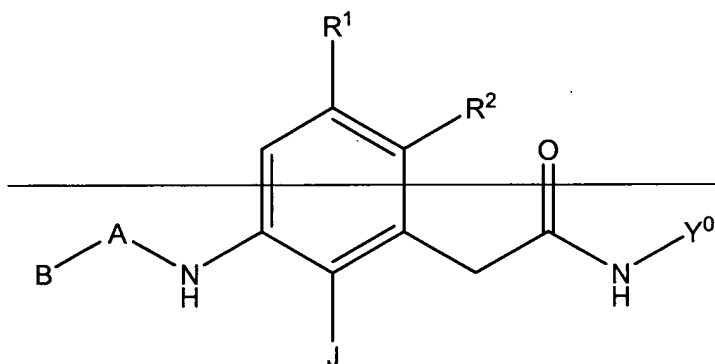
R<sup>2</sup> is selected from the group consisting of  
3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,  
3-amino-5-(N-benzylamidosulfonyl)phenyl,  
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,  
3-amino-5-(N-ethylamidocarbonyl)phenyl,  
3-amino-5-(N-isopropylamidocarbonyl)phenyl,  
3-amino-5-(N-propylamidocarbonyl)phenyl,  
3-amino-5-(N-isobutylamidocarbonyl)phenyl,  
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,  
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 3-aminophenyl,  
3-carboxy-5-aminophenyl, 3-chlorophenyl, 3,5-diaminophenyl,  
3-dimethylaminophenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl,  
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl,

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3-trifluoroacetamidophenyl, 3-bromo-2-thienyl, 2-thienyl, and 3-thienyl; **and**

Y<sup>0</sup> is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

Claim 46 (Currently amended): ~~Compound of Claim 39 where said compound is selected from the group of the Formula:~~



~~or a pharmaceutically acceptable salt thereof, wherein;~~ **The compound of claim 39, or a pharmaceutically acceptable salt thereof, wherein:**

R<sup>2</sup> is 3-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

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R<sup>2</sup> is 5-amino-2-thienyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopropyl, A is CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclohexyl, A is CH<sub>2</sub>CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is oxalan-2-yl, A is CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is 1-piperidinyl, A is CH<sub>2</sub>CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is 1-pyrrolidinyl, A is CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-carbomethoxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 2-amino-6-carboxy-4-pyridyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-carbomethoxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

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R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

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R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is hydrido;

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R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is hydroxy, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 5-amino-2-thienyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopropyl, A is CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is cyclohexyl, A is CH<sub>2</sub>CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is oxalan-2-yl, A is CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

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R<sup>2</sup> is 3-aminophenyl, B is 1-piperidinyl, A is CH<sub>2</sub>CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-aminophenyl, B is 1-pyrrolidinyl, A is CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-carbomethoxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 2-amino-6-carboxy-4-pyridyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-carbomethoxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3,5-diaminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

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R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-carboxy-5-aminophenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;



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R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclopentyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is chloro;

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, J is fluoro, and R<sup>1</sup> is chloro; or

R<sup>2</sup> is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-phenyl, B is cyclobutyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, J is fluoro, and R<sup>1</sup> is hydrido[[];]].

Claim 47 (Currently amended): A composition for inhibiting thrombotic conditions in blood comprising a compound of ~~Claim 24~~ claim 39 and a pharmaceutically acceptable carrier.

Claim 48 (Currently amended): A composition for inhibiting thrombotic conditions in blood comprising a compound of ~~Claim 24~~ claim 39 and a pharmaceutically acceptable carrier.

Claim 49 (Currently amended): A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of ~~Claim 24~~ claim 39.

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Claim 50 (Currently amended): A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of ~~Claim 24~~ claim 39.

Claim 51 (Currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of ~~Claim 24~~ claim 39.

Claim 52 (Currently amended): A method for treating or preventing venous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of ~~Claim 24~~ claim 39.

Claim 53 (Currently amended): A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of ~~Claim 24~~ claim 39.

Claim 54 (Currently amended): A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition ~~composition~~ of ~~Claim 24~~ claim 39.

Claim 55 (Currently amended): A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~Claim 24~~ claim 39.

Claim 56 (Currently amended): A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~Claim 24~~ claim 39.

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Claim 57 (Currently amended): A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~Claim 24~~ **claim 39**.

Claim 58 (Currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of ~~Claim 24~~ **claim 39** with a therapeutically effective amount of fibrinogen receptor antagonist.

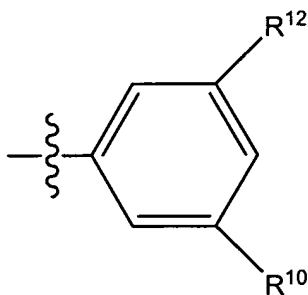
Claim 59 (Cancel)

Claim 60 (New): The compound of claim 39 wherein  $Y^0$  is amidinoaralkyl.

Claim 61 (New): The compound of claim 60 wherein A is a bond,  $X^0$  is hydrido and  $R^1$  is hydrido or halo.

Claim 62 (New): The compound of claim 61 wherein J is hydroxy or fluoro.

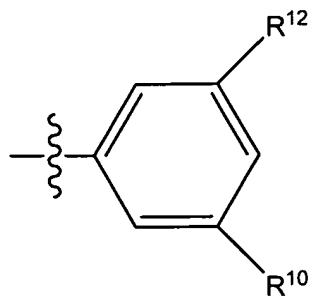
Claim 63 (New): The compound of claim 62 wherein  $R^2$  is



and  $R^{10}$  and  $R^{12}$  are as defined in claim 39.

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Claim 64 (New): The compound of claim 60 wherein R<sup>2</sup> is



and R<sup>10</sup> and R<sup>12</sup> are as defined in claim 39.